AMENDMENTS TO THE CLAIMS

The following listing of claims will replace all prior versions, and listings, of claims in the application.

Listing of claims:

1-11 (canceled).

12 (previously presented). A compound selected from:

4-(5-{5-[3-(4-Methoxy-phenyl)-prop-1-ynyl]-pyridin-3-yl}-tetrazol-2-ylmethyl)-benzoic acid;

4-{5-[2-(4-Fluoro-benzylcarbamoyl)-pyridin-4-yl]-tetrazol-2-ylmethyl}-benzoic acid; and

4-{5-[2-(4-Fluoro-benzylcarbamoyl)-6-methyl-pyridin-4-yl]-tetrazol-2-ylmethyl}-benzoic acid; or

a pharmaceutically acceptable salt thereof.

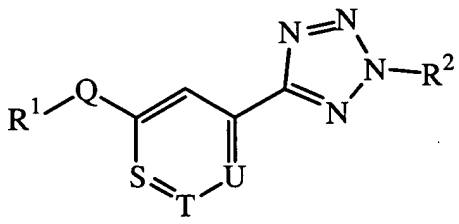
13 (canceled).

14 (previously presented). A pharmaceutical composition, comprising a compound according to Claim 12, or a pharmaceutically acceptable salt thereof, admixed with a pharmaceutically acceptable carrier, excipient, or diluent.

15 (canceled).

16 (previously presented). A method for treating osteoarthritis or rheumatoid arthritis, comprising administering to a patient suffering from osteoarthritis or rheumatoid arthritis a nontoxic effective amount of a compound according to Claim 12, or a pharmaceutically acceptable salt thereof.

17 (currently amended). A compound of Formula II



II

or a pharmaceutically acceptable salt thereof,

wherein:

R^1 and R^2 independently are selected from:

H;

C_1-C_6 alkyl;

Substituted C_1-C_6 alkyl;

C_2-C_6 alkenyl;

Substituted C_2-C_6 alkenyl;

C_2-C_6 alkynyl;

Substituted C_2-C_6 alkynyl;

C_3-C_6 cycloalkyl;

Substituted C_3-C_6 cycloalkyl;

C_3-C_6 cycloalkyl-(C_1-C_6 alkylenyl);

Substituted C_3-C_6 cycloalkyl-(C_1-C_6 alkylenyl);

3- to 6-membered heterocycloalkyl;

Substituted 3- to 6-membered heterocycloalkyl;

3- to 6-membered heterocycloalkyl-(C_1-C_6 alkylenyl);

Substituted 3- to 6-membered heterocycloalkyl-(C_1-C_6 alkylenyl);

Phenyl-(C_1-C_6 alkylenyl);

Substituted phenyl-(C_1-C_6 alkylenyl);

Naphthyl-(C_1-C_6 alkylenyl);

Substituted naphthyl-(C_1-C_6 alkylenyl);

5-, 6-, 9-, and 10-membered heteroaryl-(C_1-C_6 alkylenyl);

Substituted 5-, 6-, 9-, and 10-membered heteroaryl-(C_1-C_6 alkylenyl);

Phenyl;

Substituted phenyl;

Naphthyl;

Substituted naphthyl;

5-, 6-, 9-, and 10-membered heteroaryl;

Substituted 5-, 6-, 9-, and 10-membered heteroaryl;

R^3O-(C_1-C_6 alkylenyl); and

Substituted R^3O-(C_1-C_6 alkylenyl);

5- or 6-membered heteroaryl;

Substituted 5- or 6-membered heteroaryl;

8- to 10-membered heterobiaryl;

Substituted 8- to 10-membered heterobiaryl;

Phenyl-O-(C_1-C_8 alkylenyl);

Substituted phenyl-O-(C_1-C_8 alkylenyl);

Phenyl-S-(C_1-C_8 alkylenyl);

Substituted phenyl-S-(C_1-C_8 alkylenyl);

Phenyl-S(O)-(C_1-C_8 alkylenyl);

Substituted phenyl-S(O)-(C_1-C_8 alkylenyl);

Phenyl-$S(O)_2$-(C_1-C_8 alkylenyl); and

Substituted phenyl-$S(O)_2$-(C_1-C_8 alkylenyl);

wherein R^1 and R^2 are not both selected from:

H;

C_1-C_6 alkyl;

C_2-C_6 alkenyl;

C_2-C_6 alkynyl; and

C_3-C_6 cycloalkyl;

wherein at least one of R^1 and R^2 is independently selected from:

C_3-C_6 cycloalkyl-(C_1-C_6 alkylenyl); and

Substituted C_3-C_6 cycloalkyl-(C_1-C_6 alkylenyl);

Each R^3 independently is selected from:

H;

C_1-C_6 alkyl;

Substituted C_1-C_6 alkyl;

C_3-C_6 cycloalkyl;

Substituted C_3-C_6 cycloalkyl;

Phenyl-(C_1-C_6 alkylenyl);

Substituted phenyl-(C_1-C_6 alkylenyl);

Naphthyl-(C_1-C_6 alkylenyl);

Substituted naphthyl-(C_1-C_6 alkylenyl);

5-, 6-, 9-, and 10-membered heteroaryl-(C_1-C_6 alkylenyl);

Substituted 5-, 6-, 9-, and 10-membered heteroaryl-(C_1-C_6 alkylenyl);

Phenyl;

Substituted phenyl;

Naphthyl;

Substituted naphthyl;

5-, 6-, 9-, and 10-membered heteroaryl;

Substituted 5-, 6-, 9-, and 10-membered heteroaryl;

One of S, T, and U is N and the other two of S, T, and U are C-R^4;

Each R^4 independently is selected from:

H;

F;

CH_3;

CF_3;

C(O)H;

CN;

HO;

CH_3O;

$C(F)H_2O$;

$C(H)F_2O$; and

CF_3O;

Q is $N(R^6)C(O)$;

R^6 is H, C_1-C_6 alkyl, C_3-C_6 cycloalkyl; 3- to 6-membered heterocycloalkyl;

phenyl; benzyl; or 5- or 6-membered heteroaryl;

Each "substituted" group contains from 1 to 4 substituents, each independently on a carbon or nitrogen atom, independently selected from:

C_1-C_6 alkyl;

C_2-C_6 alkenyl;

C_2-C_6 alkynyl;

C_3-C_6 cycloalkyl;

C_3-C_6 cycloalkylmethyl;

Phenyl;

Phenylmethyl;

3- to 6-membered heterocycloalkyl;

3- to 6-membered heterocycloalkylmethyl;

cyano;

CF_3;

(C_1-C_6 alkyl)-OC(O);

$HOCH_2$;

(C_1-C_6 alkyl)-OCH_2;

H_2NCH_2;

(C_1-C_6 alkyl)-$N(H)CH_2$;

(C_1-C_6 alkyl)$_2$-NCH_2;

$N(H)_2C(O)$;

(C_1-C_6 alkyl)-N(H)C(O);

(C_1-C_6 alkyl)$_2$-NC(O);

$N(H)_2C(O)N(H)$;

(C_1-C_6 alkyl)-N(H)C(O)N(H);

$N(H)_2C(O)N(C_1$-C_6 alkyl);

(C_1-C_6 alkyl)-N(H)C(O)N(C_1-C_6 alkyl);

(C_1-C_6 alkyl)$_2$-NC(O)N(H);

$(C_1\text{-}C_6\ \text{alkyl})_2\text{-}NC(O)N(C_1\text{-}C_6\ \text{alkyl})$;

$N(H)_2C(O)O$;

$(C_1\text{-}C_6\ \text{alkyl})\text{-}N(H)C(O)O$;

$(C_1\text{-}C_6\ \text{alkyl})_2\text{-}NC(O)O$;

HO;

$(C_1\text{-}C_6\ \text{alkyl})\text{-}O$;

CF_3O;

$CF_2(H)O$;

$CF(H)_2O$;

H_2N;

$(C_1\text{-}C_6\ \text{alkyl})\text{-}N(H)$;

$(C_1\text{-}C_6\ \text{alkyl})_2\text{-}N$;

O_2N;

$(C_1\text{-}C_6\ \text{alkyl})\text{-}S$;

$(C_1\text{-}C_6\ \text{alkyl})\text{-}S(O)$;

$(C_1\text{-}C_6\ \text{alkyl})\text{-}S(O)_2$;

$(C_1\text{-}C_6\ \text{alkyl})_2\text{-}NS(O)_2$;

$(C_1\text{-}C_6\ \text{alkyl})\text{-}S(O)_2\text{-}N(H)\text{-}C(O)\text{-}(C_1\text{-}C_8\ \text{alkylenyl})_m$; and

$(C_1\text{-}C_6\ \text{alkyl})\text{-}C(O)\text{-}N(H)\text{-}S(O)_2\text{-}(C_1\text{-}C_8\ \text{alkylenyl})_m$;

wherein each substituent on a carbon atom may further be independently selected from:

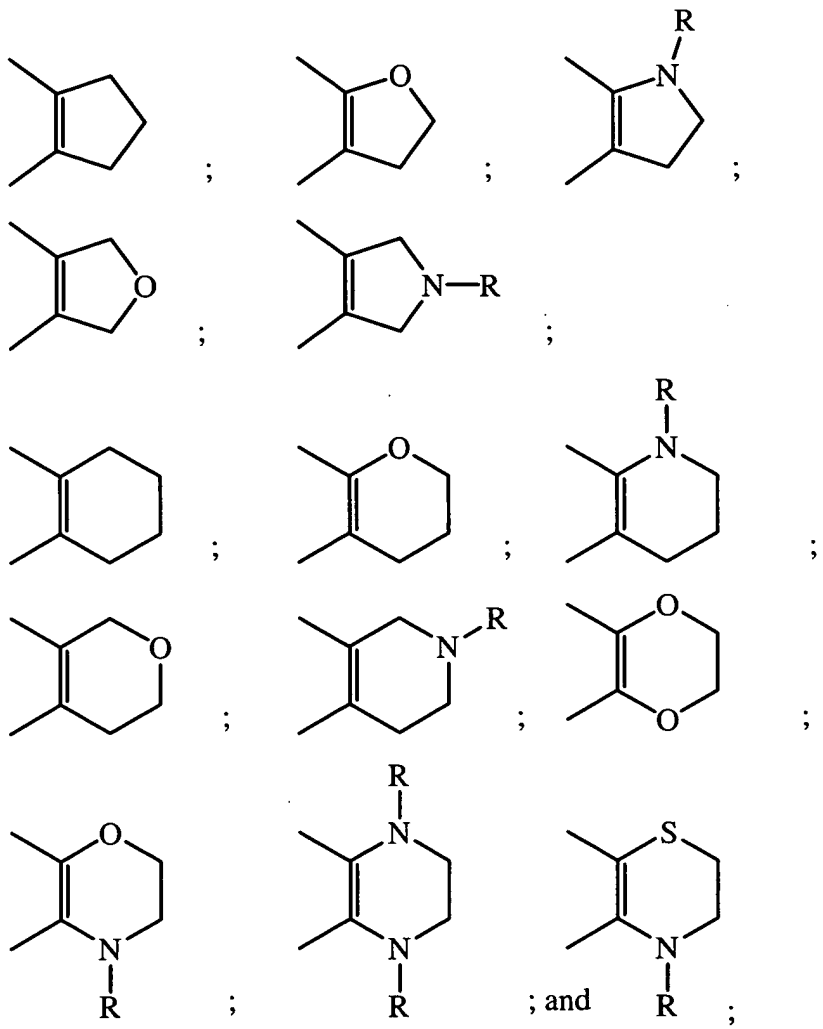
Halo;

HO_2C; and

OCH_2O, wherein each O is bonded to adjacent carbon atoms to form a 5-membered ring;

wherein 2 substituents may be taken together with a carbon atom to which they are both bonded to form the group C=O;

wherein two adjacent, substantially sp^2 carbon atoms may be taken together with a diradical substituent to form a cyclic diradical selected from:



R is H or C_1-C_6 alkyl;

m is an integer of 0 or 1;

~~wherein each 5-membered heteroarylenyl independently is a 5-membered ring containing carbon atoms and from 1 to 4 heteroatoms selected from 1 O, 1 S, 1 NH, 1 N(C_1-C_6 alkyl), and 4 N, wherein the O and S atoms are not both present, and wherein the heteroarylenyl may optionally be unsubstituted or substituted with 1 substituent selected from fluoro, methyl, hydroxy, trifluoromethyl, cyano, and acetyl;~~

wherein each heterocycloalkyl is a ring that contains carbon atoms and 1 or 2 heteroatoms independently selected from 2 O, 1 S, 1 S(O), 1 $S(O)_2$, 1 N, 2 N(H), and 2 N(C_1-C_6 alkyl), and wherein when two O atoms or one O

atom and one S atom are present, the two O atoms or one O atom and one S atom are not bonded to each other, and wherein the ring is saturated or optionally contains one carbon-carbon or carbon-nitrogen double bond;

wherein each 5-membered heteroaryl contains carbon atoms and from 1 to 4 heteroatoms independently selected from 1 O, 1 S, 1 N(H), 1 N(C_1-C_6 alkyl), and 4 N, and each 6-membered heteroaryl contains carbon atoms and 1 or 2 heteroatoms independently selected from N, N(H), and N(C_1-C_6 alkyl), and 5- and 6-membered heteroaryl are monocyclic rings; and 9- and 10-membered heteroaryl are 6,5-fused and 6,6-fused bicyclic rings, respectively, wherein at least 1 of the 2 fused rings of a bicyclic ring is aromatic, and wherein when the O and S atoms both are present, the O and S atoms are not bonded to each other;

wherein with any (C_1-C_6 alkyl)$_2$-N group, the C_1-C_6 alkyl groups may be optionally taken together with the nitrogen atom to which they are attached to form a 5- or 6-membered heterocycloalkyl; and

wherein each group and each substituent recited above is independently selected.

18 (previously presented). The compound according to claim 17, wherein Q is N(H)C(O).

19 (previously presented). The compound according to claim 18, wherein each C_1-C_6 alkylenyl is CH_2.

20 (previously presented). The compound according to claim 19, wherein at least one substituent is selected from the group consisting of:

CO_2H;

CO_2CH_3;

CH_3O;

F;

Cl;

CN;

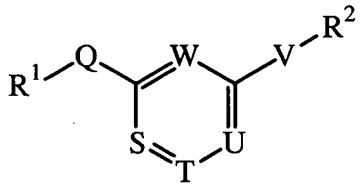
CF_3;

$CH_3S(O)_2$;

CH_3; or

wherein at least two substituents are Cl and F, 2 F, or OCH_2O, wherein each O is bonded to adjacent carbon atoms to form a 5-membered ring.

21 (previously presented). A compound of Formula I



I

or a pharmaceutically acceptable salt thereof,

wherein:

R^1 and R^2 independently are selected from:

H;

C_1-C_6 alkyl;

Substituted C_1-C_6 alkyl;

C_2-C_6 alkenyl;

Substituted C_2-C_6 alkenyl;

C_2-C_6 alkynyl;

Substituted C_2-C_6 alkynyl;

C_3-C_6 cycloalkyl;

Substituted C_3-C_6 cycloalkyl;

C_3-C_6 cycloalkyl-(C_1-C_6 alkylenyl);

Substituted C_3-C_6 cycloalkyl-(C_1-C_6 alkylenyl);

3- to 6-membered heterocycloalkyl;

Substituted 3- to 6-membered heterocycloalkyl;

3- to 6-membered heterocycloalkyl-(C_1-C_6 alkylenyl);

Substituted 3- to 6-membered heterocycloalkyl-(C_1-C_6 alkylenyl);

Phenyl-(C_1-C_6 alkylenyl);

Substituted phenyl-(C_1-C_6 alkylenyl);

Naphthyl-(C_1-C_6 alkylenyl);

Substituted naphthyl-(C_1-C_6 alkylenyl);

5-, 6-, 9-, and 10-membered heteroaryl-(C_1-C_6 alkylenyl);

Substituted 5-, 6-, 9-, and 10-membered heteroaryl-(C_1-C_6 alkylenyl);

Phenyl;

Substituted phenyl;

Naphthyl;

Substituted naphthyl;

5-, 6-, 9-, and 10-membered heteroaryl;

Substituted 5-, 6-, 9-, and 10-membered heteroaryl;

R^3O-(C_1-C_6 alkylenyl);

Substituted R^3O-(C_1-C_6 alkylenyl);

5- or 6-membered heteroaryl;

Substituted 5- or 6-membered heteroaryl;

8- to 10-membered heterobiaryl;

Substituted 8- to 10-membered heterobiaryl;

Phenyl-O-(C_1-C_8 alkylenyl);

Substituted phenyl-O-(C_1-C_8 alkylenyl);

Phenyl-S-(C_1-C_8 alkylenyl);

Substituted phenyl-S-(C_1-C_8 alkylenyl);

Phenyl-S(O)-(C_1-C_8 alkylenyl);

Substituted phenyl-S(O)-(C_1-C_8 alkylenyl);

Phenyl-$S(O)_2$-(C_1-C_8 alkylenyl); and

Substituted phenyl-$S(O)_2$-(C_1-C_8 alkylenyl);

wherein R^1 and R^2 are not both selected from:

H;

C_1-C_6 alkyl;

C_2-C_6 alkenyl;

C_2-C_6 alkynyl; and

C_3-C_6 cycloalkyl;

Each R^3 independently is selected from:

H;

C_1-C_6 alkyl;

Substituted C_1-C_6 alkyl;

C_3-C_6 cycloalkyl;

Substituted C_3-C_6 cycloalkyl;

Phenyl-(C_1-C_6 alkylenyl);

Substituted phenyl-(C_1-C_6 alkylenyl);

Naphthyl-(C_1-C_6 alkylenyl);

Substituted naphthyl-(C_1-C_6 alkylenyl);

5-, 6-, 9-, and 10-membered heteroaryl-(C_1-C_6 alkylenyl);

Substituted 5-, 6-, 9-, and 10-membered heteroaryl-(C_1-C_6 alkylenyl);

Phenyl;

Substituted phenyl;

Naphthyl;

Substituted naphthyl;

5-, 6-, 9-, and 10-membered heteroaryl;

Substituted 5-, 6-, 9-, and 10-membered heteroaryl;

S is N and T, U, and W each are C-R^4;

Each R^4 independently is selected from:

H;

F;

CH_3;

CF_3;

C(O)H;

CN;

HO;

CH_3O;

$C(F)H_2O$;

$C(H)F_2O$; and

CF_3O;

V is a 5-membered heteroarylenyl;

Q is N(H)C(O);

Each "substituted" group contains from 1 to 4 substituents, each independently on a carbon or nitrogen atom, independently selected from:

C_1-C_6 alkyl;

C_2-C_6 alkenyl;

C_2-C_6 alkynyl;

C_3-C_6 cycloalkyl;

C_3-C_6 cycloalkylmethyl;

Phenyl;

Phenylmethyl;

3- to 6-membered heterocycloalkyl;

3- to 6-membered heterocycloalkylmethyl;

cyano;

CF_3;

(C_1-C_6 alkyl)-OC(O);

$HOCH_2$;

(C_1-C_6 alkyl)-OCH_2;

H_2NCH_2;

(C_1-C_6 alkyl)-$N(H)CH_2$;

(C_1-C_6 alkyl)$_2$-NCH_2;

$N(H)_2C(O)$;

(C_1-C_6 alkyl)-N(H)C(O);

(C_1-C_6 alkyl)$_2$-NC(O);

$N(H)_2C(O)N(H)$;

$(C_1\text{-}C_6$ alkyl)-N(H)C(O)N(H);

$N(H)_2C(O)N(C_1\text{-}C_6$ alkyl);

$(C_1\text{-}C_6$ alkyl)-N(H)C(O)N($C_1\text{-}C_6$ alkyl);

$(C_1\text{-}C_6$ alkyl)$_2$-NC(O)N(H);

$(C_1\text{-}C_6$ alkyl)$_2$-NC(O)N($C_1\text{-}C_6$ alkyl);

$N(H)_2C(O)O$;

$(C_1\text{-}C_6$ alkyl)-N(H)C(O)O;

$(C_1\text{-}C_6$ alkyl)$_2$-NC(O)O;

HO;

$(C_1\text{-}C_6$ alkyl)-O;

CF_3O;

$CF_2(H)O$;

$CF(H)_2O$;

H_2N;

$(C_1\text{-}C_6$ alkyl)-N(H);

$(C_1\text{-}C_6$ alkyl)$_2$-N;

O_2N;

$(C_1\text{-}C_6$ alkyl)-S;

$(C_1\text{-}C_6$ alkyl)-S(O);

$(C_1\text{-}C_6$ alkyl)-$S(O)_2$;

$(C_1\text{-}C_6$ alkyl)$_2$-$NS(O)_2$;

$(C_1\text{-}C_6$ alkyl)-$S(O)_2$-N(H)-C(O)-$(C_1\text{-}C_8$ alkylenyl)$_m$; and

$(C_1\text{-}C_6$ alkyl)-C(O)-N(H)-$S(O)_2$-$(C_1\text{-}C_8$ alkylenyl)$_m$;

wherein each substituent on a carbon atom may further be independently selected from:

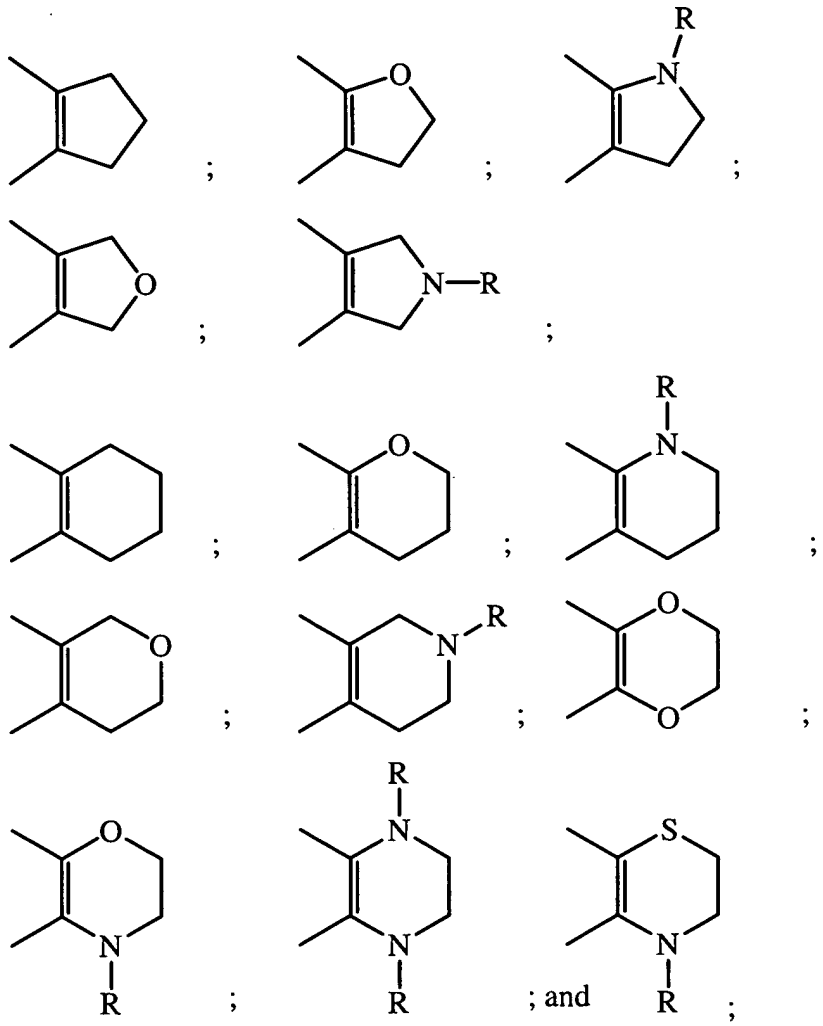
Halo;

HO_2C; and

OCH_2O, wherein each O is bonded to adjacent carbon atoms to form a 5-membered ring;

wherein 2 substituents may be taken together with a carbon atom to which they are both bonded to form the group C=O;

wherein two adjacent, substantially sp^2 carbon atoms may be taken together with a diradical substituent to form a cyclic diradical selected from:



; and ;

R is H or C_1-C_6 alkyl;

m is an integer of 0 or 1;

wherein each 5-membered heteroarylenyl independently is a 5-membered ring containing carbon atoms and from 1 to 4 heteroatoms selected from 1 O, 1 S, 1 NH, 1 N(C_1-C_6 alkyl), and 4 N, wherein the O and S atoms are not both present, and wherein the heteroarylenyl may optionally be

unsubstituted or substituted with 1 substituent selected from fluoro, methyl, hydroxy, trifluoromethyl, cyano, and acetyl;

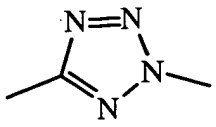
wherein each heterocycloalkyl is a ring that contains carbon atoms and 1 or 2 heteroatoms independently selected from 2 O, 1 S, 1 S(O), 1 $S(O)_2$, 1 N, 2 N(H), and 2 N(C_1-C_6 alkyl), and wherein when two O atoms or one O atom and one S atom are present, the two O atoms or one O atom and one S atom are not bonded to each other, and wherein the ring is saturated or optionally contains one carbon-carbon or carbon-nitrogen double bond;

wherein each 5-membered heteroaryl contains carbon atoms and from 1 to 4 heteroatoms independently selected from 1 O, 1 S, 1 N(H), 1 N(C_1-C_6 alkyl), and 4 N, and each 6-membered heteroaryl contains carbon atoms and 1 or 2 heteroatoms independently selected from N, N(H), and N(C_1-C_6 alkyl), and 5- and 6-membered heteroaryl are monocyclic rings; and 9- and 10-membered heteroaryl are 6,5-fused and 6,6-fused bicyclic rings, respectively, wherein at least 1 of the 2 fused rings of a bicyclic ring is aromatic, and wherein when the O and S atoms both are present, the O and S atoms are not bonded to each other;

wherein with any (C_1-C_6 alkyl)$_2$-N group, the C_1-C_6 alkyl groups may be optionally taken together with the nitrogen atom to which they are attached to form a 5- or 6-membered heterocycloalkyl; and

wherein each group and each substituent recited above is independently selected.

22 (previously presented). The compound according to claim 21, wherein V is selected from the group consisting of: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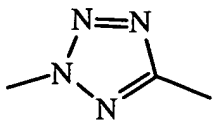
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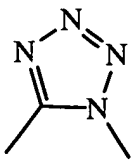
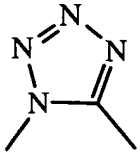

, and

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23 (previously presented). The compound according to claim 22, wherein at least one of R^1 and R^2 is independently selected from:

C_3-C_6 cycloalkyl-(C_1-C_6 alkylenyl); and

Substituted C_3-C_6 cycloalkyl-(C_1-C_6 alkylenyl).

24 (previously presented). The compound according to claim 23, wherein each C_1-C_6 alkylenyl is CH_2.

25 (previously presented). The compound according to claim 24, wherein at least one substituent is selected from the group consisting of:

CO_2H;

CO_2CH_3;

CH_3O;

F;

Cl;

CN;

CF_3;

$CH_3S(O)_2$;

CH_3; or

wherein at least two substituents are Cl and F, 2 F, or OCH_2O, wherein each O is bonded to adjacent carbon atoms to form a 5-membered ring.

26 (previously presented). A pharmaceutical composition comprising a compound according to any one of claims 17 and 21, or a pharmaceutically acceptable salt thereof, admixed with a pharmaceutically acceptable carrier, excipient, or diluent.

27 (previously presented). A method for treating osteoarthritis, comprising administering to a patient suffering from osteoarthritis a nontoxic effective amount of a compound according to one of claims 17 and 21, or a pharmaceutically acceptable salt thereof.

28 (previously presented). A method for treating rheumatoid arthritis, comprising administering to a patient suffering from rheumatoid arthritis a nontoxic effective amount of a compound according to one of claims 17 and 21, or a pharmaceutically acceptable salt thereof.